

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

PURDUE PHARMA L.P., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-23649

(Jointly Administered)

**TWENTY-FIRST MONTHLY FEE STATEMENT OF GRANT THORNTON LLP FOR:  
(I) ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES  
INCURRED FOR RETENTION AS CONSULTANTS TO DEBTORS FOR THE PERIOD  
MAY 1, 2023 TO MAY 31, 2023; AND (II) PAYMENT OF ACCRUED BUT UNPAID  
INVOICES FOR SERVICES PERFORMED IN THE ORDINARY COURSE OF  
DEBTORS' BUSINESS THROUGH MAY 31, 2023**

**Name of Applicant:** Grant Thornton LLP (“Grant Thornton”)

**Authorized to Provide Professional  
Services to:**

Debtors

**Date of Retention:**

**April 28, 2021** (*nunc pro tunc* to January 20, 2021) for Tax Consulting Services [Docket No. 2760]; **September 28, 2021** for Employee Tax Analysis and Valuation Services (effective September 1, 2021) [Docket No. 3831]; and **October 20, 2022** for Business Advisory Services (effective September 27, 2022) [Docket No. 5188]. The foregoing retentions are for services provided to Debtors by Grant Thornton in connection with the Plan and in furtherance of the administration of Debtors’ bankruptcy cases (as further identified and defined below, the “Plan Services”)

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P., Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

<b>Period for Which Compensation and Reimbursement is Sought (“Fee Period”):</b>	For Plan Services: May 1, 2023 through May 31, 2023
	For OCB Tax Services (as defined below): Accrued but unpaid invoices for services performed in the ordinary course of Debtors’ business through May 31, 2023
<b>Amount of Compensation Sought as Actual, Reasonable and Necessary for Plan Services:</b>	\$325.00
<b>Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary for Plan Services:</b>	\$4,147.00
<b>Amount of Compensation Sought as Actual, Reasonable and Necessary for Tax Services Provided to the Debtors in the Ordinary Course of Business (as further identified and defined below, the “OCB Tax Services”):</b>	\$5,940.00
<b>Total Compensation (80%) and Expenses (100%) for Plan Services, Plus Total Compensation (100%) for OCB Tax Services Requested in this Twenty-First MFS:</b>	\$10,347.00

## INTRODUCTION

Pursuant to sections 327, 330 and 331 of chapter 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the *Order Authorizing the Retention and Employment of Grant Thornton LLP as Tax Restructuring Consultants for the Debtors Nunc Pro Tunc to January 20, 2021* [Docket No. 2760] (the “**Retention Order**”), the *Order Authorizing the Supplemental Retention and Employment of Grant Thornton LLP by the Debtors for Tax Analysis and Valuation Services Effective September 1, 2021* [Docket No. 3831] (the “**Supplemental Retention Order**”), the *Order Authorizing the Second Supplemental Retention and Employment of Grant Thornton LLP by the Debtors for Business*

*Advisory Services Effective September 27, 2022 [Docket No. 5188] (the “Second Supplemental Retention Order”), and the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Grant Thornton submits this Twenty-First Monthly Fee Statement of Grant Thornton LLP for: (I) Allowance of Compensation and Reimbursement of Expenses Incurred for Retention as Consultants to Debtors for the Period May 1, 2023 to May 31, 2023; and (II) Payment of Accrued But Unpaid Invoices for Services Performed in the Ordinary Course of Debtors’ Business Through May 31, 2023 (this “Twenty-First MFS”).*

#### **SUMMARY OF SERVICES PROVIDED AND GRANT THORNTON’S RETENTION**

##### **A. Services Provided by Grant Thornton in the Ordinary Course of the Debtors’ Business Unrelated to the Bankruptcy Case**

1. Prior to September 15, 2019 (the “Petition Date”), the Debtors engaged Grant Thornton to provide tax-related services pursuant to the terms and conditions of that certain master agreement, dated June 1, 2018 (the “MSA”), and other related statements of work executed in connection therewith.

2. As previously disclosed in the Retention Order, the Debtors retained Grant Thornton after the Petition Date to continue to provide certain tax-related services to assist the Debtors in the ordinary course of their business operations (the “OCB Tax Services”), which work consisted of, among other things, sales and use tax compliance services.<sup>2</sup>

3. Because the OCB Tax Services were being provided in the ordinary course of the Debtors’ business and were unrelated to the administration of the bankruptcy cases, Grant

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<sup>2</sup> On August 11, 2020, the Debtors and Grant Thornton entered into that certain *Statement of Work for Sales and Use Tax Return Preparation Services*, pursuant to which Grant Thornton was retained to assist the Debtors with the generation of sales, use and other transactional tax returns by providing tax return compliance services. That August 11, 2020 statement of work was subsequently replaced and superseded by that certain *Statement of Work for Sales and Use Tax Return Preparation Services*, dated March 2, 2021.

Thornton understood that it was not necessary for it to be retained in these bankruptcy cases and that payment on account of such OCB Tax Services would be paid consistent with past practices and in the ordinary course of the Debtors' ongoing business operations. Thus, prior to approval of Grant Thornton's retention with respect to the Plan Services (as further described below), the OCB Tax Services, including the billing and payment process, were not subject to the Interim Compensation Order or other fee procedures applicable to professionals retained in these bankruptcy cases.

**B. Services for Which Grant Thornton was Subsequently Retained Relating to the Debtors' Plan Confirmation Efforts and Bankruptcy Administration**

4. In January 2021, the Debtors requested that Grant Thornton provide additional tax structuring services that directly related to the development of the Debtors' chapter 11 plan of reorganization in these bankruptcy cases (the "**Plan**"), including certain complicated tax related implications of the new entity ("Newco") anticipated to be created in the bankruptcy reorganization. As a result of this requested expansion in the scope of work being provided, on or about January 20, 2021, Grant Thornton and the Debtors entered into that certain *Statement of Work for Tax Structuring Services* (the "**Tax Structuring Plan-Related SOW**").

5. On April 13, 2021, the Debtors filed the *Application of Debtors for Authority to Retain and Employ Grant Thornton LLP as Tax Structuring Consultants to the Debtors Nunc Pro Tunc to January 20, 2021* [Docket No. 2636], and the Court entered the Retention Order on April 28, 2021.

6. In August 2021, the Debtors requested that Grant Thornton further expand the scope of its retention and provide additional services related to their Plan confirmation efforts. Specifically, the Debtors and Grant Thornton entered into the *Statement of Work for Advisory Services*, dated August 25, 2021 (the "**Valuation Services Plan-Related SOW**"), pursuant to

which Grant Thornton was retained, subject to Court approval, to provide valuation advisory services to the Debtors relating to the Plan and the formation of the Newco as provided therein. The Debtors and Grant Thornton also entered into the *Statement of Work for Employment Tax Services & State Corporate Income/Franchise Tax Nexus Analysis Services*, dated August 26, 2021 (the “**Tax Analysis Plan-Related SOW**”), pursuant to which Grant Thornton was retained, subject to Court approval, to provide tax analysis for certain employment and other tax issues relating to the Plan and formation of the Newco as provided therein.

7. On September 10, 2021, the Debtors filed the *Application of Debtors for Authority to Supplement Retention and Employment of Grant Thornton LLP for Tax Analysis and Valuation Services Effective September 1, 2021* [Docket No. 3761], and the Court entered the Supplemental Retention Order on September 28, 2021.

8. In or around September 2022, the Debtors requested that Grant Thornton further expand the scope of its retention by providing certain business advisory services to the Debtors. On September 27, 2022, the Debtors and Grant Thornton entered into the following agreements (collectively, the “**BAS Agreements**”): (i) the engagement letter, including *Attachment A – STANDARD GRANT THORNTON LLP ENGAGEMENT TERMS* attached thereto; and (ii) the *Statement of Work (SOW) for Advisory Services*. On October 4, 2022, the Debtors filed the *Application of Debtors for Authority to Supplement Retention and Employment of Grant Thornton LLP for Business Advisory Services Effective September 27, 2022* [Docket No. 5113], and the Court entered the Second Supplemental Retention Order on October 20, 2022 [Docket No. 5188].

9. Pursuant to the Retention Order, the Supplemental Retention Order and the Second Supplemental Retention Order, compensation and reimbursement for the services provided under the Tax Structuring Plan-Related SOW, the Valuation Services Plan-Related SOW, the Tax

Analysis Plan-Related SOW and the BAS Agreements (collectively, the “**Plan Services**”) are subject to, and must be in compliance with, the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of the Court for allowance of monthly, interim and final fee applications.

**SUMMARY OF REQUESTED COMPENSATION FOR THE FEE PERIOD**

10. By this Twenty-First MFS, Grant Thornton seeks compensation and reimbursement of expenses in the total amount of \$10,347.00, as follows:

- a. Compensation and Reimbursement for Plan Services: Compensation and reimbursement of expenses in the total amount of \$4,407.00 on account of: (i) compensation in the amount of \$260.00, representing 80% of the total amount of reasonable compensation for actual, necessary Plan Services that Grant Thornton incurred during the Fee Period in the amount of \$325.00; plus reimbursement of expenses in the total amount of \$4,147.00, representing 100% of the total amount of actual, reasonable and necessary expenses incurred by Grant Thornton during the Fee Period.
- b. Compensation for OCB Tax Services: Compensation in the total amount of \$5,940.00, representing 100% of the total amount of reasonable compensation for actual, necessary OCB Tax Services that Grant Thornton has incurred during the Fee Period.

**ITEMIZATION OF SERVICES RENDERED AND DISBURSEMENTS INCURRED**

11. Attached hereto as **Exhibit A** is a chart of the number of hours expended and fees incurred (on an aggregate basis) by Grant Thornton consultants during the Fee Period with respect to each project category billed to the Plan Services. As reflected in **Exhibit A**, Grant Thornton

consultants expended a total of 0.5 hours and incurred \$325.00 in fees during the Fee Period in connection with the Plan Services. Pursuant to this Twenty-First 26MFS, Grant Thornton seeks reimbursement for 80% of such fees, totaling \$260.00.

12. Attached hereto as **Exhibit B** is a chart of Grant Thornton consultants that billed time to the Plan Services, including the standard hourly rate for each consultant who rendered Plan Services to the Debtors in connection with these chapter 11 cases during the Fee Period, and the title, hourly rate, aggregate hours worked and the amount of fees earned by each consultant. The blended hourly billing rate of consultants for all Plan Services (including hours spent on fixed fee matters, if any) provided during the Fee Period is \$650.00.

13. Attached hereto as **Exhibit C** is a chart of necessary and out-of-pocket expenses incurred by Grant Thornton in the amount of \$4,147.00 in connection with being provided professional services during the Fee Period and seeking compensation for such services in these bankruptcy cases. In connection with Grant Thornton's retention in these bankruptcy cases, at the Debtors' request, Grant Thornton utilized its own outside bankruptcy counsel to assist Grant Thornton with its retention and fee approval procedures. Pursuant to the Retention Order:

"Grant Thornton's reimbursable expenses may include the reasonable and necessary actual, documented out-of-pocket costs, fees, disbursements, and other charges of Grant Thornton's external legal counsel (without the need for such legal counsel to be retained as a professional in the chapter 11 cases); provided, that, if Grant Thornton seeks reimbursement from the Debtors for attorneys' fees and expenses pursuant to the Engagement Agreement, the invoices and supporting time records for the attorneys' fees and expenses shall be included in Grant Thornton's own applications, both interim and final, and these invoices and time records shall be subject to the approval of the */sic* Court pursuant to sections 330 and 331 of the Bankruptcy Code, but without regard to whether such attorneys have been retained under section 327 of the Bankruptcy Code, and without regard to whether such attorneys' services satisfy section 330(a)(3)(C) of the Bankruptcy Code."

Retention Order, ¶ 4. In accordance with the Retention Order, **Exhibit C** includes the invoices and supporting time records for Grant Thornton's outside legal counsel that constitute the

reasonable and necessary actual, documented out-of-pocket costs, fees, disbursements, and other charges incurred by Grant Thornton in connection with utilizing such external legal counsel.

14. Attached hereto as **Exhibit D1** are the detailed time records of Grant Thornton for the Fee Period organized by month and project category with a daily time log describing the time spent by each consultant during the applicable Fee Period in connection with the Plan Services. **Exhibit D2** is a copy of Grant Thornton's invoice relating to such time records.

15. Attached as **Exhibit E** are invoices for the total amount of reasonable compensation for actual, necessary OCB Tax Services that Grant Thornton incurred covering the Fee Period. In light of Grant Thornton's retention in these bankruptcy cases by order entered April 28, 2021, out of an abundance of caution and for purposes of full disclosure, Grant Thornton is including this disclosure of outstanding amounts owed in the ordinary course of business for which payment has not yet been received relating to the OCB Tax Services.

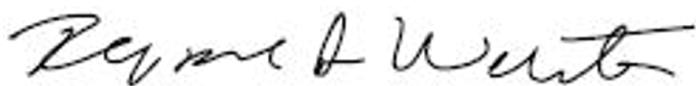
### **NOTICE**

16. The Debtors will provide notice of this Twenty-First MFS in accordance with the Interim Compensation Order. Grant Thornton submits that no other or further notice be given.

**WHEREFORE**, Grant Thornton, in connection with services rendered on behalf of the Debtors, respectfully requests compensation in the aggregate amount of \$10,347.00, composed of: (i) \$260.00, which is 80% of the total amount of reasonable compensation for actual, necessary consulting services that Grant Thornton provided during the Fee Period (i.e., \$325.00) on account of Plan Services, plus (ii) 100% of the actual, reasonable and necessary expenses for which Grant Thornton seeks reimbursement in the amount of \$4,147.00; plus (ii) 100% of the total amount of reasonable compensation in the amount of \$5,940.00 for actual, necessary OCB Tax Services that Grant Thornton incurred through May 31, 2023.

July 7, 2023  
New York, NY

**GRANT THORNTON LLP**



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Raymond Werth  
Partner, Grant Thornton LLP  
757 Third Ave., 9th Floor  
New York, NY 10017  
Telephone: (212) 599-0100

**EXHIBIT A**

**SUMMARY OF PLAN SERVICES BY CATEGORY**  
**(For Fee Period May 1, 2023 through May 31, 2023)**

Time Category	Category Descriptions	Exhibit	Total Billed Hours	Total Fees Incurred
Employee Tax Services: Payroll Tax Support (Hourly Fees)	This category includes activities associated with preparation of state and local payroll tax registration, update and closure forms, preparation of payroll tax matrix, coordination with Ceridian, preparation of successorship memo, etc.	D1	0.50	\$325.00
<b>TOTAL</b>			<b>0.5</b>	<b>\$325.00</b>

**EXHIBIT B**

**SUMMARY OF HOURLY PLAN SERVICES BY PROFESSIONAL  
(For Fee Period May 1, 2023 through May 31, 2023)**

<b>LAST NAME</b>	<b>FIRST NAME</b>	<b>TITLE</b>	<b>TOTAL HOURS</b>	<b>HOURLY RATE</b>	<b>TOTAL COMPENSATION</b>
Arazi	Albert	Senior Manager	0.50	650.00	325.00
	<b>TOTAL</b>		<b>0.5</b>		<b>\$325.00</b>

**EXHIBIT C**

**SUMMARY OF OUT-OF-POCKET EXPENSES AND SUPPORTING INVOICES**

<b>CATEGORY</b>	<b>AMOUNT</b>
External Legal Counsel (See Attached Supporting Invoices)	\$4,147.00
<b>TOTAL</b>	<b>\$4,147.00</b>



Sklar Kirsh, LLP  
 1880 Century Park East, Suite 300  
 Los Angeles, CA 90067  
 (310) 845-6416 MAIN  
 accounting@sklarkirsh.com  
 Tax I.D. 37-1711630

Grant Thornton, LLP  
 Attn: Chris Stathopoulos  
 171 N. Clark Street, Suite 200  
 Chicago, IL 60601  
 chris.stathopoulos@us.gt.com; Liz.Piechnik@us.gt.com

June 8, 2023

Invoice #57170

Due Upon Receipt

For Professional Services Rendered Through May 31, 2023

Matter: Purdue Pharma - Legal Services

<u>Date</u>	<u>Initials</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
05/02/2023	ASB	Assemble all information for Interim Fee Application and update chart of timekeeper billed hours.	0.80	\$375.00	\$300.00
05/15/2023	KKF	Drafted email to Grant Thornton teams re: timing for next interim and next MFS (0.1). Checked docket for objections and emailed C. McDonald re: payment for 19th MFS (0.1).	0.20	\$670.00	\$134.00
05/16/2023	ASB	Assembled and prepared documents for 20th Monthly Fee Application.	0.50	\$375.00	\$187.50
05/24/2023	KKF	Drafted email to Grant Thornton teams re: coordinating for information and timing of next monthly and interim fee application (0.1). Drafted email to R. Werth and B. Angstadt re: follow up on updated conflict check (0.1).	0.20	\$670.00	\$134.00
05/25/2023	KKF	Exchanged emails with R. Werth and A. Xi re: missing invoices for fee application.	0.10	\$670.00	\$67.00
05/26/2023	ASB	Prepared draft of 20th Monthly Fee Statement.	1.50	\$375.00	\$562.50
	KKF	Reviewed and revised 20th MFS (0.7). Exchanged emails with B. Angstadt and A. Schwartz re: information inquiries on additional litigation parties for conflict check (0.2).	0.90	\$670.00	\$603.00
05/30/2023	ASB	Drafted 6th Interim Fee Application.	1.00	\$375.00	\$375.00
	ASB	Finalized 20th Monthly Fee Application.	0.50	\$375.00	\$187.50
	ISL	Review email and Compensation Order.	0.20	\$750.00	\$150.00
	KKF	Final review of monthly fee application and forward same to A. Xi and R. Werth re: missing invoices and final signature.	0.20	\$670.00	\$134.00
05/31/2023	ASB	Drafted 6th Interim Fee Application.	3.50	\$375.00	\$1,312.50
For professional services rendered			9.6 hrs		\$4,147.00
SUBTOTAL					\$4,147.00
Total amount of this bill					\$4,147.00

Grant Thornton LLP

June 8, 2023

Invoice # 57170

	Previous balance	\$2,462.30
06/07/2023	Payment - Thank you, Check # 001103538	(\$2,462.30)
	Total Payments and Adjustments	(\$2,462.30)
	Balance due upon receipt	\$4,147.00

Timekeeper Summary

Name	Initials	Title	Hours	Rate	Amount
Ian S. Landsberg	ISL	Partner	0.20	\$750.00	\$150.00
Kelly K. Frazier	KKF	Of Counsel	1.60	\$670.00	\$1,072.00
Amy S. Bender	ASB	Paralegal	7.80	\$375.00	\$2,925.00

Wire/ACH Payment Instructions:

Beneficiary Name: SKLAR KIRSH, LLP

Pay Online - eCheck/Credit Card:

[REDACTED]

Bank Info: 1st Century Bank

1875 Centur

[REDACTED]

[REDACTED]

*It is a pleasure working with you. We appreciate your business.*

**EXHIBIT D1**

**DETAILED TIME ENTRIES FOR PLAN SERVICES**  
**(Project Category: Employee Tax Services: Payroll Tax Support (Hourly Fees))**

<b>Professional</b>	<b>Title</b>	<b>Date of Service</b>	<b>Hours Charged</b>	<b>Hourly Rate</b>	<b>Total Compensation</b>	<b>Description</b>
Arazi, Albert	Senior Manager	5/16/2023	0.50	\$650.00	\$325.00	Call to discuss payroll tax issue
<b>TOTAL</b>			<b>.50</b>		<b>\$325.00</b>	

**EXHIBIT D2**

**INVOICES FOR PLAN SERVICES**

The following is a summary of the invoices relating to Plan Services provided by Grant Thornton during the Fee Period. Copies of the actual invoices are attached.

<b>GT Invoice No.</b>	<b>Total Amount</b>	<b>Invoice Date</b>	<b>Service Period</b>	<b>Plan Service Provided</b>
954172493	\$325.00	6/28/2023	May 1-31, 2023	Employee Tax Services
<b>Total:</b>	<b>\$325.00</b>			



Grant Thornton LLP  
186 Wood Ave S # 4  
Iselin, NJ 08830-2725

T 732.516.5500  
F 732.516.5502  
[www.GrantThornton.com](http://www.GrantThornton.com)

This address should be used for correspondence only  
For all payments, kindly use remittance instructions below

*To:* Purdue Pharma L.P.  
201 Tresser Boulevard  
Stamford, CT 06901-3431

*Date:* June 28, 2023

**Bill Number:** 954172493

**Client-Assignment Code:** 0200102-00017

Fees for professional services from May 1, 2023 to May 31, 2023 related to:

1) Payroll tax support based on hourly rates:  
- Discussion on payroll tax issue \$ 325.00

**Total Amount of Bill:** **\$ 325.00**

*Terms:* As agreed upon  
Federal ID No. 36-6055558

**EXHIBIT E**

**INVOICES FOR OCB TAX SERVICES**

The following is a summary of the invoices relating to OCB Tax Services for which Grant Thornton seeks reimbursement pursuant to the Twenty-First MFS. Copies of the actual invoices also are attached.

<b>GT Invoice No.</b>	<b>Amount</b>	<b>Invoice Date</b>	<b>Service Period</b>	<b>Type of OCB Tax Services</b>
954165771	\$5,940.00	6/14/2023	April 2023 Compliance processed in May 2023; Review of March invoices filed with April returns due in May 2023	Sales and Use Tax Compliance Services
<b>TOTAL</b>	<b>\$5,940.00</b>			



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T 732.516.5500  
F 732.516.5502  
www.GrantThornton.com

This address should be used for correspondence only  
For all payments, kindly use remittance instructions below

*To:* Purdue Pharma L.P.  
201 Tresser Boulevard  
Stamford, CT 06901-3431

*Date:* June 14, 2023

**Bill Number:** 954165771

**Client-Assignment Code:** 0200102-00023

Sales & Use Tax Compliance & Invoice Review

April 2023 Compliance processed in May 2023: \$ 2,000.00

**COMPLIANCE TOTAL** 2,000.00

Review of March Invoices filed with April returns due in May 2023 (filed on a one-month lag), notices & consulting 3,940.00

**INVOICE REVIEW & CONSULTING TOTAL** 3,940.00

**Total Amount of Bill:** \$ 5,940.00

*Terms:* As agreed upon  
Federal ID No. 36-6055558